UNIVERSITÉ Concordia UNIVERSITY

BG-2007-7

# MINUTES OF THE OPEN SESSION OF THE MEETING OF THE BOARD OF GOVERNORS

Held on Thursday, October 18, 2007, immediately following the meeting of the Closed Session, in Room GM 407-1, SGW Campus

Present

Governors: Mr. Peter Kruyt, *Chair*, Dr. Shimon Amir, Mr. John Aylen, Dr. Rama Bhat, Sister Françoise Boisvert, Me Gerald C. Burke, Hon. Baljit Singh Chadha, Me Rita de Santis, *Vice-Chair*, Mr. Danny Di Perna, Mr. Brian Edwards, *Vice-Chair*, Ms. Hélène Fortin, Ms. Suzanne Gouin, Ms. Anika Henry, Mr. Ed Janzen, Dr. Arvind K. Joshi, Mrs. Judith Kavanagh, Dr. William Knitter, Dr. Lawrence Kryzanowski, Dr. Claude Lajeunesse, *President*, Me John Lemieux, Dr. Lucie Lequin, Dr. Catherine MacKenzie, Mr. Andrew Molson, Ms. Angelica Novoa, Mr. Desmond O'Neill, Mr. Steven Rosenshein, Ms. Patricia Saputo, Mr. Ivan Velan

Non-voting Observers: Ms. Jean Freed, Mr. John Hall

Officers of the University: Ms. Kathy Assayag, Dr. Louise Dandurand, Me Marcel Danis, Mr. Michael Di Grappa, Mr. Larry English, Mr. John Parisella

Guests: Me Pierre Frégeau, Me Jonathan Levinson

Absent

Governors: Me Patrice Blais, Mr. Charles G. Cavell, *Vice-Chair*, Mr. James Cherry, Mr. Howard Davidson, Mr. Tony Meti, Mr. David P. O'Brien, *Chancellor*, Mr. Richard Renaud, Me Jacques Tousignant, Mrs. Lillian Vineberg, Mr. Jonathan Wener, *Vice-Chair*

1. Call to Order

The Open Session was called to order at 8:20 a.m.

1.1 Chair's remarks

Mr. Kruyt indicated that, as stated in his open letter to the University community, he was aware of the desire of faculty member representatives on the Board to play a more central role in University governance. With that in mind, a second faculty member representative has been named to the Executive Committee, namely Lawrence Kryzanowski, whose appointment will be ratified at this meeting.

Mr. Kruyt noted that the process for the search for a permanent President is underway. The Advisory Search Committee was established at the last Board meeting and the full membership will be ratified at today's meeting. The first meeting will be held shortly and it is the intention to move expeditiously within the guidelines of the search rules. Concurrent to that search is the one for an Interim President. In the absence of guidelines, Mr. Kruyt informed the Board that an expanded Executive Committee, comprised of its regular membership together with Michael Di Grappa, Louise Dandurand and Jean Freed, has already met once to define the attributes and identify potential candidates, further to a consultation with senior administrators and Deans on such attributes and candidates.

Mr. Kruyt posited the unlikelihood that an Interim President will be in place by November 1. Consequently, he announced that during Closed Session, Mr. Michael Di Grappa was appointed as Acting President, effective November 1 and until such time that an Interim President will have been appointed. Mr. Di Grappa will join Interim Provost Louise Dandurand to provide the leadership that is needed to maintain Concordia's momentum.

On another front, the Chair indicated progress is being made on the silent phase of our comprehensive campaign. The announcement of the campaign co-chairs as well as two or three major gifts is expected to be made before the end of the calendar year. He emphasized that Concordia has a strong sense of its institutional mission and that it will continue to reinforce innovative teaching and leading-edge research, build local and international partnerships and pursue inspired creative activity. In closing, Mr. Kruyt stated his goal as Chair will be to ensure collegiality and respect of the University's decisional structures.

1.2 Approval of the Agenda

Mr. Kruyt noted that an item should be added to the Agenda after item 16 with respect to the creation of the position of Vice-President, Human Resources, the details of which are contained in Document BG-2007-7-D17 placed before them.

Upon motion duly moved and seconded (Gouin, Henry), it was unanimously RESOLVED:

*R-2007-7-5* *THAT the Agenda be approved as amended.*

1.3 Approval of the Minutes of the Open Session meeting of June 21, 2007

Upon motion duly moved and seconded (Gouin, Henry), it was unanimously RESOLVED:

*R-2007-7-6* *THAT the Minutes of the Open Session meeting of the Board of Governors, held on June 21, 2007, be approved.*

2. Business arising from the Minutes not included on the Agenda

There was no business arising from the Minutes.

3. Presentation on the Faculty of Arts and Science

Dean Graham thanked the Board for this opportunity and indicated that printed material would be handed out after his presentation. He presented a quick overview of the Faculty of Arts and Science, noting that the Faculty is similar to a small city and larger than more than half of Canada's universities. Dean Graham outlined the administrative structure which resulted from the 2006/2007 reorganization of the Office of the Dean. With respect to the Faculty itself, it is the third largest in Canada, offering 147 undergraduate and 61 graduate programs, and comprises three divisions representing the spectrum of the diversity of its activities: Humanities, Social Science and Science.

Referring to the academic plan, Dean Graham reported that undergraduate enrolment targets set for 2010/2011 had in fact been achieved in 2005/2006. He updated the Board on the quality commitments, specifying how quality is defined in the Faculty of Arts and Science. With respect to faculty renewal, he stated that significant progress has been made. However, the hiring of 31 new tenure-track and tenured faculty members in 17 departments and three colleges has resulted in a net gain of only 14, due to normal attrition regarding deaths, retirement, resignations and termination of appointments. Included in those 31 new hires are three externally funded positions, namely two Tier 2 Canada Research Chairs and one NSERC University Faculty Award. Despite aggressive hiring, the age distribution remains bimodal and there is a lack of colleagues in the mid-career cohort.

Dean Graham pointed out that research funding has increased, noting a modest decline in the Social Sciences and Humanities, after several years of growth, but stressing a major increase in funding for Natural and Life Science research. He mentioned that his presentation included slides throughout attesting to the achievements of faculty, staff and students, which are a testimony of some of the committed, engaged, talented, exceptionally-qualified and outstanding members of the Faculty.

The Dean apprised the Board of the progress in connection with programs, underlining recently-approved BA, Master and PhD programs as well as those under development. Regarding the Arts and Science program mix, he noted that while 59 programs have been closed since 1995, the proportion of graduate programs is steadily growing, with a large increase in PhD programs having occurred since 2001. Emphasis is being placed on recruitment and retention at both the undergraduate and graduate levels, with particular focus on outreach and the continuation of the pilot project on Supplemental Instruction.

Dean Graham updated Governors on the Faculty's commitments regarding academic facilities, teaching and research equipment and renovation and relocation. He then reviewed the challenges which the Faculty is facing, emphasizing the budgetary challenges and how they impede the Faculty's ability to attract and retain top faculty

members and graduate students, to maintain overall small average class sizes and same level of core activities, to improve the student/faculty ratio, and to implement the staffing plan. In concluding, Dean Graham identified the high priorities for 2007/2008. Following his presentation, a discussion ensued during which Dean Graham responded to questions from Governors.

4. Continuation of the search for a Provost

Dr. Lajeunesse conveyed that the Provost Search Committee was split as to whether or not the search should continue and therefore was seeking guidance from the Board on this matter. It was noted that at its meeting of October 12, Senate had unanimously voted in favor of recommending to the Board that the search continue.

A discussion ensued, during which the pros and cons of continuing were raised and diverse opinions were expressed.

Upon motion duly moved and seconded (Lajeunesse, Rosenshein), it was RESOLVED with 3 opposed and 2 abstentions:

R-2007-7-7 *THAT, on the recommendation of the Executive Committee, the search for a Provost continue.*

5. Approval of shareholders' agreement of Corporation Valeo Inc. (Documents BG-2007-7-D2 and D3)

Dr. Dandurand conveyed that the shareholders' agreement and business plan of Corporation Valeo requires updating and revising since more partners have joined this endeavor. As of now, all universities in Quebec, except for INRS, are part of one of the four sociétés de valorisation. The legal and governance structure for Corporation Valeo, one the four sociétés de valorization of which Concordia is a member, is outlined in the briefing document that was included in the Board documentation.

A discussion ensued, during which it was stated that while in theory this was a good initiative, the lack of financial statements did not allow the Board to gauge the financial desirability of this venture. Speaking privileges were granted to Mr. Jean-Marc Proulx, General Manager of Corporation Valeo, who explained how the structure works and provided information in connection with the financial return of some licenses. It was agreed that, when appropriate, updates will be included in Dr. Dandurand's report to the Board.

Upon motion duly moved and seconded (Lajeunesse, Edwards), it was unanimously RESOLVED:

R-2007-7-8 *THAT the President and Vice-Chancellor and the Vice-President, Research and Graduate Studies be authorized to sign, on behalf of Concordia University, the unanimous agreement between the shareholders' of Corporation Valeo Inc. as set out in Document BG-2007-7-D3 and any amendments to ancillary agreements necessary to confirm or give effect to the revised structure outlined in Document BG-2007-7-D2.*

6. Approval to change the name of the School of "General Studies" (Document BG-2007-7-D4)

Upon motion duly moved and seconded (Lajeunesse, Rosenshein), it was unanimously RESOLVED:

*R-2007-7-9* *THAT, upon recommendation of the Dean of the School of "General Studies" and Senate, the Board of Governors approve the renaming of the School of "General Studies" to School of Extended Learning, as detailed in Document BG-2007-7-D4.*

7. Approval of the revisions to the membership of the Fine Arts Faculty Council (Document BG-2007-7-D5)

Upon motion duly moved and seconded (MacKenzie, Lajeunesse), it was unanimously RESOLVED:

*R-2007-7-10* *THAT, upon recommendation of the Fine Arts Faculty Council and Senate, the Board of Governors approve the revisions to the membership of the Fine Arts Faculty Council, as outlined in Document BG-2007-7-D5.*

8. Approval of the revisions to the membership of the Arts and Science Faculty Council (Document BG-2007-7-D6)

Upon motion duly moved and seconded (Knitter, Henry), it was unanimously RESOLVED:

*R-2007-7-11* *THAT, upon recommendation of the Arts and Science Faculty Council and Senate, the Board of Governors approve the revisions to the membership of the Arts and Science Faculty Council, as outlined in Document BG-2007-7-D6.*

9. Approval of the profile of the ideal candidate for the position of Dean of the Faculty of Engineering and Computer Science (Document BG-2007-7-D7)

Upon motion duly moved and seconded (Kryzanowski, Gouin), it was unanimously RESOLVED:

*R-2007-7-12* *THAT the Board approve the profile for the ideal candidate for a Dean of the Faculty of Engineering and Computer Science, as set out in Document BG-2007-7-D7.*

10. Approval of the profile of the ideal candidate for the position of University Librarian (Document BG-2007-7-D8)

Upon motion duly moved and seconded (Lajeunesse, Chadha), it was unanimously RESOLVED:

*R-2007-7-13* *THAT the Board approve the profile for the ideal candidate for a University Librarian, as set out in Document BG-2007-7-D8.*

11. Membership of Standing Committees of the Board (Document BG-2007-7-D9)

Upon motion duly moved and seconded (Edwards, Kavanagh), it was unanimously RESOLVED:

*R-2007-7-14* *THAT the Board of Governors approve the membership of the Standing Committees, as set out in Document BG-2007-7-D9.*

12. Election of members to the Advisory Search Committee for a President and Vice-Chancellor

Upon motion duly moved and seconded (O'Neill, Lequin), it was unanimously RESOLVED:

*R-2007-7-15* *THAT the following persons be elected as members of the Advisory Search Committee for a President and Vice-Chancellor:*

*Mr. Peter, Kruyt, Chair of the Board, as Chair;*
*Mr. Charles Cavell and Mr. Brian Edwards, members of the Board of Governors representing the community-at-large, recommended by the Executive Committee of the Board;*
*Dr. Rama Bhat, a full-time faculty member nominated by the Faculty of Engineering and Computer Science;*
*Dr. Haidee Wasson, a full-time faculty member nominated by the Faculty of Fine Arts;*
*Dr. Charles Draimin, a full-time faculty member nominated by the John Molson School of Business;*
*Dr. Christine Jourdan and Dr. Peter Shizgal, full-time faculty members nominated by the Faculty of Arts and Science;*
*Prof. Maria Peluso, a regular part-time faculty member, nominated by the part-time faculty association;*
*Dr. Sanjay Sharma, a representative of the senior administration, recommended by the Executive Committee of the Board;*
*Mr. Bijan Derisi, a graduate student, nominated by the Graduate Students' Association;*
*Ms. Angelica Novoa, an undergraduate student, nominated by the Concordia Student Union;*
*Ms. Joanne Beaudoin and Ms. Nancy Marrelli, members of the administrative and support staff, nominated in accordance the Electoral College Policy.*

13. Election of an additional member to the Advisory Search Committee for a Dean of the Faculty of Engineering and Computer Science

Upon motion duly moved and seconded (O'Neill, Lequin), it was unanimously RESOLVED:

*R-2007-7-16* *THAT Mr. Mousa Bani Baker, nominated by the Graduate Students' Association, be elected as a member of the Advisory Search Committee for a Dean of the Faculty of Engineering and Computer Science.*

14. Election of an additional member to the Advisory Search Committee for University Librarian

Upon motion duly moved and seconded (Lajeunesse, MacKenzie), it was unanimously RESOLVED:

*R-2007-7-17* *THAT Mr. Mark Venema, nominated by the Graduate Students' Association, be elected as a member of the Advisory Search Committee for University Librarian.*

15. Reports on Concordia's compliance with certain legal obligations

15.1 Report on compliance with fiscal requirements

Vice-President, Finance Larry English reported he was satisfied with the procedures followed for computing and remitting taxes withheld from employees and employers' contributions from June 1, 2007 to August 31, 2007 as well as for GST and QST claims from May 1, 2007 to July 31, 2007 and that the University had fully complied with its statutory fiscal obligations. A copy of his written report had been deposited with the Secretary of the Board of Governors.

15.2 Report on compliance with environmental legislation and health and safety regulations

Vice-President, Services Michael Di Grappa reported that the *Quarterly environmental health and safety report on due diligence*, dated September 12, 2007, had been deposited with the Secretary of the Board of Governors.

Mr. Di Grappa specified the absence of any serious injury or incident since his last report. One citation had been received from the Fire Prevention Bureau relating to one of the sprinkler systems in the Grey Nuns complex, which has been addressed. Considerable attention has been given to emergency planning particularly relating to mass notification and communications. With respect to the environmental audit, he noted that significant progress has been made to reach compliance and correct due diligence deficiencies identified in the external environmental audit completed in 2006. A follow up presentation to the Board will be done in due course.

16. Reports of the Vice-Presidents

16.1 Vice-President, Advancement and Alumni Relations – Ms. Kathy Assayag (Document BG-2007-7-D10)

Ms. Assayag had nothing to add to her written report.

16.2 Vice-President, Research and Graduate Studies – Dr. Louise Dandurand (Document BG-2007-7-D11)

Dr. Dandurand updated the Board on the searches for Dean of Engineering and Computer Science and University Librarian. Both searches are at the same stage. The committees met in September and October to review lists of over 20 qualified

candidates. The lists were narrowed down and the committees will be meeting in the next few weeks to agree on a short list of candidates. Public presentations by the short-listed candidates are expected to be held in November.

At the behest of Senate, Dr. Dandurand apprised Governors that at its meeting of October 12, Senate had a long "committee-of-the-whole" discussion regarding its role in decision-making and its relationship with the Board. A formal proposal to establish a joint Board/Senate task force will be discussed at the next Senate meeting.

16.3 Vice-President, External Relations, and Secretary-General – Me Marcel Danis (Document BG-2007-7-D12)

Me Danis brought to the Board's attention a court case scheduled to be coming up soon.

16.4 Vice-President, Services - Mr. Michael Di Grappa (Document BG-2007-7-D13)
16.5 Vice-President, Finance - Mr. Larry English (Document BG-2007-7-D14)
16.6 Special Communications Advisor to the President - Mr. John Parisella (Document BG-2007-7-D15)
16.7 Provost and Vice-President, Academic Affairs *(Interim)* - Dr. Louise Dandurand (Document BG-2007-7-D16)

No additional information was reported.

17. Creation of the position of Vice-President, Human Resources (Document BG-2007-7-D17)

Dr. Lajeunesse mentioned that, in November 2005, the responsibility of human resources was transferred to Michael Di Grappa's area. He added that Mr. Di Grappa has done an incredible job of beginning to change the processes towards a service-oriented approach but that a senior specialist is needed. At its June meeting, the Executive Committee agreed that it was imperative to create the position of Vice-President, Human Resources but pondered whether this position should report to the Vice-President, Services or the President. Dr. Lajeunesse indicated that the search firm, Caldwell Partners, with whom he had been working on the recruitment, felt strongly that this position should report to the President.

The profile of the position was distributed under document D17. The search for the position will be conducted pursuant to the search procedures for non-academic senior administrators.

Upon motion duly moved and seconded (Lajeunesse, Gouin), it was RESOLVED with 3 abstentions:

*R-2007-7-18* *THAT the Board of Governors approve the creation of the position of Vice-President, Human Resources/ Vice-recteur/Vice-Rectrice aux ressources humaines, as detailed in Document BG-2007-7-D17.*

18. Any other business

Mrs. Kavanagh noted that the contributions of Messrs. Hanna and Gauthier should be recognized.

Upon motion duly moved and seconded (Kavanagh, Kryzanowski), it was unanimously RESOLVED:

*R-2007-7-19* *THAT the Board of Governors express its gratitude and appreciation to Mr. George Hanna for his many years of service to the Board of Governors, to the Pension and Benefits Committees as well as several other of the Board's sub-committees.*

Upon motion duly moved and seconded (Kavanagh, Kryzanowski), it was unanimously RESOLVED:

*R-2007-7-20* *THAT the Board of Governors express its gratitude and appreciation to Mr. Paul Gauthier for his service to the Board of Governors and his participation on the Pension and Benefits Committees.*

Ms. Novoa invited Governors to consult the copy of the CSU Agenda that she had distributed at the meeting.

Mr. Kruyt thanked Dr. Lajeunesse for his commitment to Concordia during his tenure as President and mentioned that a dinner would be held shortly with Board members, the Vice-Presidents and the Deans in recognition of Dr. Lajeunesse.

19. Next meeting

The next regular meeting of the Board of Governors will be held on Monday, November 23, 2007, at 8 a.m., on the SGW Campus.

20. Adjournment

The Open Session adjourned at 10:05 a.m.

Danielle Tessier
Secretary of the Board of Governors